

FEB 18 '09

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LAW OFFICES OF
LOUIS E. GITOMER

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SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

February 18, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of January 29, 2009. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Monsanto Company
800 North Lindbergh Boulevard
St. Louis, MO 63167

A description of the equipment covered by the Memorandum of Lease Agreement consists of 52 Kasgro built, bulkhead container flatcars numbered MSPX 10001-10052, inclusive.

Honorable Anne K. Quinlan
February 18, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and Monsanto Company, 800 North Lindbergh Boulevard, St. Louis, MO 63167, covering 52 Kasgro built, bulkhead container flatcars numbered MSPX 10001-10052, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

FEB 18 '09

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of January 29, 2009

by and among

**MONSANTO COMPANY, as Lessee,
and**

**BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, 200_ at ____:____m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 29, 2009, by and among BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and MONSANTO COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of January 29, 2009, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of January 29, 2009 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Railcars on the terms set forth in the Lease.
4. This Memorandum may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

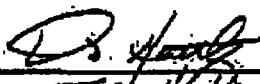
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANK OF AMERICA LEASING & CAPITAL, LLC


By: 
Name: Terri J. Preston
Title: Vice President

MONSANTO COMPANY

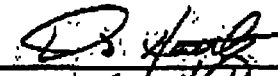
By: 
Name: Tom O. Harty
Title: VP & Treasurer

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANK OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Terri J. Preston
Title: Vice President

MONSANTO COMPANY

By: 
Name: Tom D. Harty
Title: VP & Treasurer

STATE OF Maryland)
COUNTY OF Baltimore) ss:

On this 3rd day of February, 2009, before me appeared Tim J. Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

Regina M. McManus
Notary Public

My commission expires:

October 15, 2012

STATE OF Missouri)
COUNTY OF St. Louis) ss:

On this 29th day of January, 2009, before me appeared Tom Bentley, the person who signed this instrument, who acknowledged that (s)he is the VP & Treasurer of MONSANTO COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

JANICE M. WINTERS

NOTARY PUBLIC - NOTARY SEAL

[Seal]

STATE OF MISSOURI

ST. CHARLES COUNTY

MY COMMISSION EXPIRES: 10/24/2012
COMMISSION #08668067

Janice M. Winters
Notary Public

My commission expires:

10/24/2012

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

**Fifty-two (52) 2008 Kasgro Built, Bulkhead Container Flatcars in Reporting Marks and
Numbers MSPX 10001 – MSPX 10052 inclusive**

**~BALTI:4220319.v2
BASTW2255951.1**